

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
DELPHI CORPORATION, et al., : Chapter 11
Debtors. : Case No. 05 - 44481 (RDD)
: (Jointly Administered)
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ORDER TO SHOW CAUSE

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under sections 105, 363, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Fed. R. Bankr. P. 6004 and 9019 authorizing the continuation of the Debtors' prepetition vendor rescue program and the payment of prepetition claims of financially-distressed sole source suppliers and vendors without enforceable contracts; and upon the order of this Court, entered October 13, 2005 (the "October 13th Order"), granting the relief requested in the Motion; and upon the Debtors' notice of waiver, dated November 4, 2005, with respect to Proto Manufacturing, Inc. ("Supplier"); and it appearing that proper and adequate notice of the Debtors' request for entry of this Order to Show Cause (the "Show Cause Order") has been given

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Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. Supplier is hereby ordered to show cause before this Court at a hearing to be held at 10:00 a.m. Prevailing Eastern Time on January 5, 2006 before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 10004-1408 (the "Hearing") why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier.

2. Service of this Show Cause Order is to be made on or before December 16, 2005 by service upon (a) the Supplier by 5:30 p.m. New York time on such date by hand, email or facsimile, (b) the Office of the United States Trustee, (c) counsel for the official committee of unsecured creditors appointed in these cases pursuant to section 1102 of the Bankruptcy Code, (d) counsel for the agent under the Debtors' prepetition credit facility, and (e) counsel for the agent under Debtors' postpetition credit facility. Notice served pursuant to the preceding sentence shall, other than on the Supplier, be via first class mail, postage prepaid. No further notice of the Hearing or of the entry of this Show Cause Order need be served by the Debtors.

3. In accordance with the Case Management Order dated October 14, 2005, objections and responses, if any, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) be filed with the Bankruptcy Court in accordance with General Order M-242, as amended (registered users of the Bankruptcy Court's case filing system must file electronically and all

other parties-in-interest must file on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) served upon: (i) conflicts counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119 (Attn: Albert Togut, Esq.), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr, Esq.), (iii) counsel to the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Marissa Wesley, Esq.), (iv) counsel to the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.), (v) counsel to the Creditors Committee, Latham Watkins, LLP Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022-4068 (Attn: Robert Rosenberg, Esq.); and (vi) the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Deirdre A. Martini, Esq.) so as to be received no later than two (2) calendar days prior to the Hearing.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Show Cause Order.

Dated: New York, New York
 December 15, 2005

/s/ ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE
ROBERT D. DRAIN

